

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

MASSACHUSETTS DEVELOPMENT)
FINANCE AGENCY)

Plaintiff,)

v.)

C.A. No. 04 CV 10203 PBS

ADP MARSHALL, INC., a FLUOR)
DANIEL COMPANY, and FIREMAN'S)
FUND INSURANCE COMPANY)
Defendants.)

ADP MARSHALL, INC.)
Plaintiff-in-Counterclaim,)

v.)

MASSACHUSETTS DEVELOPMENT)
FINANCE AGENCY)
Defendant-in-Counterclaim.)

ADP MARSHALL, INC.)
Third Party Plaintiff,)

v.)

ALLIED CONSULTING ENGINEERING)
SERVICES, INC., ANDOVER CONTROLS)
CORPORATION, R&R WINDOW)
CONTRACTORS, INC., DELTA)
KEYSPAN, INC. n/k/a DELTA)
KEYSPAN, LLC, MADDISON)
ASSOCIATES, INC., UNITED STATES)
FIDELITY AND GUARANTY)
COMPANY, FIDELITY AND DEPOSIT)
COMPANY OF MARYLAND,)
NATIONAL GRANGE MUTUAL,)
INSURANCE COMPANY, TRAVELERS)
CASUALTY AND SURETY COMPANY)

OF AMERICA, AMERICAN HOME)
ASSURANCE COMPANY,)
HARTFORD ROOFING COMPANY, INC.)
and SPAGNOLO/GISNESS &)
ASSOCIATES, INC.)
Third Party Defendants.)
_____)


**AFFIDAVIT OF TOM HUGHES IN SUPPORT OF ADPM'S MOTION FOR
SUMMARY JUDGMENT AS TO USF+G**

I, Tom Hughes, hereby certify upon personal knowledge and under the pains and penalties of perjury as follows:

1. I am an employee of ADP Marshall, Inc. ("ADPM"), the Third Party Plaintiff in the above entitled action.
2. On or about September 7, 2000, ADP Marshall, Inc. ("ADPM") and the Massachusetts Development Finance Agency ("MDFA") entered into a contract (the "Contract") for the construction of an Advanced Technology and Manufacturing Center in Fall River, Massachusetts (the "Project").
3. ADPM entered into a subcontract with Hartford Roofing Company, Inc. ("Hartford Roofing") on or about January 5, 2001 to perform roofing work at the Project ("Subcontract"). Attached hereto as Exhibit 1 is a true and accurate copy of the Subcontract.
4. USF+G furnished a performance bond, number SG1264, dated March 13, 2001, in the amount of \$155,183, in relation to Hartford Roofing's work under the Subcontract ("Performance Bond"). Attached hereto as Exhibit 2 is a true and accurate copy of the Performance Bond.
5. On or about June 2004, the MDFA provided ADPM with a copy of its architectural report dated March 26, 2003, which alleges concerns with the roofing work performed by Hartford Roofing. The MDFA's architectural expert has alleged that Hartford Roofing has not completed its Subcontract work.
6. ADPM's accounting records show that Hartford Roofing invoiced ADPM on February 20, 2002 for \$1,781.00. ADPM made final payment to Hartford Roofing on February 27, 2002. Attached hereto as Exhibit 3 is a true and accurate copy of a summary of invoices submitted and payments made to Hartford Roofing under the Subcontract.

7. On or about April 15, 2004, ADPM requested that Hartford Roofing evaluate the roofing complaints of the MDFA, effectuate any necessary corrective repairs, and indemnify and defend ADPM for claims relating to Hartford Roofing's Subcontract work. No response was received to that letter.
8. On or about April 20, 2004, USF+G was notified of the MDFA's Complaint and ADPM requested evaluation by USF+G, since there were allegations concerning Hartford Roofing's performance.
9. USF+G evaluated Hartford Roofing's performance, but has failed to endeavor to perform, complete or pay for the completion of Hartford Roofing's Subcontract work.

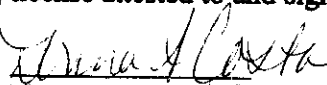
Signed and sworn to under the pains and penalties of perjury this 24 day of November 2004.



Tom Hughes
ADP Marshall, Inc.

STATE OF RHODE ISLAND

Then appeared before me Tom Hughes and upon verification of his identity by a valid drivers license attested to, and signed the foregoing in his own hand this 24 day of November, 2004.



Notary Public
My Commission Expires 11/19/05